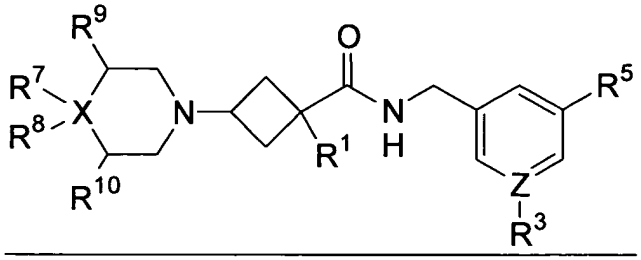
Amendments to the Claims:

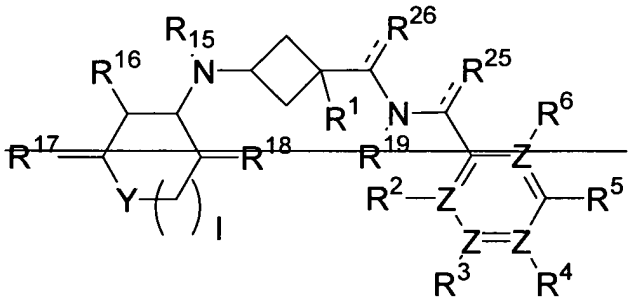
This listing of claims will replace all prior versions, and listings, of claims in this application.

Listing of Claims:

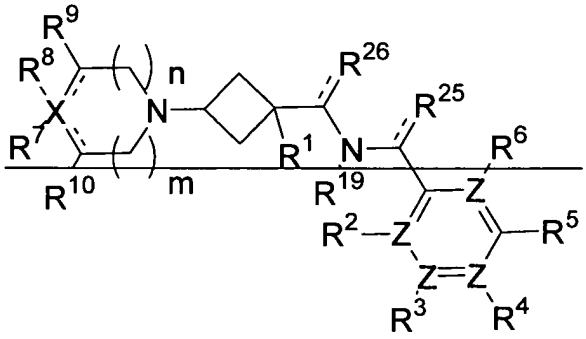
1. (Currently Amended) A compound of formula ~~I or formula II~~ IIa:



IIa



~~I~~



~~II~~

wherein:

X is ~~O, N, S, SO_2 or~~ C;

~~Y is selected from: O, NR^{12}, S, SO, SO_2, and $CR^{12}R^{12}$, NSO_2R^{14}, $NCOR^{13}$, $CR^{12}COR^{11}$, $CR^{12}OCOR^{13}$ and CO;~~

R^{11} is selected from: hydroxy, hydrogen, C_{1-6}alkyl, -O-C_{1-6}alkyl, benzyl, phenyl and C_{3-6}cycloalkyl, where said alkyl, phenyl, benzyl and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents, and where said substituents are independently selected from: halo, hydroxy, C_{1-3}alkyl, C_{1-3}alkoxy, -CO_2H, -CO_2-C_{1-6}alkyl and trifluoromethyl;

R^{12} is selected from: hydrogen, C_{1-6} alkyl, benzyl, phenyl and C_{3-6}cycloalkyl, where said alkyl, phenyl, benzyl and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents, and where said substituents are independently selected from: halo, hydroxy, C_{1-3}alkyl, C_{1-3}alkoxy, -CO_2H, -CO_2-C_{1-6}alkyl, and trifluoromethyl;

R^{13} is selected from: hydrogen, C_{1-6}alkyl, -O-C_{1-6}alkyl, benzyl, phenyl and C_{3-6}cycloalkyl, where said alkyl, phenyl, benzyl and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents, and where said substituents are independently selected from: halo, hydroxy, C_{1-3}alkyl, C_{1-3}alkoxy, -CO_2H, -CO_2-C_{1-6}alkyl and trifluoromethyl;

R^{14} is selected from: hydroxy, C_{1-6} alkyl, -O-C_{1-6}alkyl, benzyl, phenyl, and C_{3-6}cycloalkyl, where said alkyl, phenyl, benzyl and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents, and where said substituents are independently selected from: halo, hydroxy, C_{1-3}alkyl, C_{1-3}alkoxy, -CO_2H, -CO_2-C_{1-6} alkyl and trifluoromethyl;

~~each~~ Z is ~~independently~~ selected from C and N; ~~or N, where at most two of the Z are N;~~

R^1 is selected from:
(a) hydrogen,
(b) -C_{1-6}alkyl,
(c) -C_{0-6}alkyl-O-C_{1-6}alkyl,
(d) -C_{0-6}alkyl-S-C_{1-6}alkyl,
(e) -(C_{0-6}alkyl)-(C_{3-7}cycloalkyl)-(C_{0-6}alkyl),
(f) hydroxy,
(g) heterocycle,
(h) -CN,
(i) -$NR^{12}R^{12}$,
(j) -$NR^{12}COR^{13}$,
(k) -$NR^{12}SO_2R^{14}$,
(l) -COR^{11},
(m) -$CONR^{12}R^{12}$, and
(n) phenyl;

where said alkyl and cycloalkyl are unsubstituted or substituted with 1-7 substituents, and where said substituents are independently selected from: halo, hydroxy, -O-C_{1-3}alkyl, trifluoromethyl, C_{1-3}alkyl, -O-C_{1-3}alkyl, -COR^{11}, -SO_2R^{14}, -$NHCOCH_3$, -$NHSO_2CH_3$, -heterocycle, =O, -CN, and where said phenyl and heterocycle are unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from: halo, hydroxy, -COR^{11}, C_{1-3}alkyl, C_{1-3}alkoxy and trifluoromethyl;

~~R^2 is selected from:~~

~~(a) hydrogen,~~
~~(b) C_{1-3}alkyl, optionally substituted with 1-3 fluoro,~~
~~(c) -O-C_{1-3}alkyl, optionally substituted with 1-3 fluoro,~~
~~(d) hydroxy,~~
~~(e) chloro,~~
~~(f) fluoro,~~
~~(g) bromo,~~
~~(h) phenyl,~~
~~(i) heterocycle, and~~
~~(j) nothing or O (when the Z bonded to R^2 is N);~~

R^3 is selected from:

(a) hydrogen,
(b) C_{1-3}alkyl, optionally substituted with 1-3 fluoro,
(c) -O-C_{1-3}alkyl, optionally substituted with 1-3 fluoro,
(d) hydroxy,
(e) chloro,
(f) fluoro,
(g) bromo,
(h) phenyl,
(i) heterocycle, and
(j) nothing or O (when the Z bonded to R^3 is N);

~~R^4 is selected from:~~

~~(a) hydrogen,~~
~~(b) C_{1-3}alkyl, optionally substituted with 1-3 fluoro,~~
~~(c) -O-C_{1-3}alkyl, optionally substituted with 1-3 fluoro,~~
~~(d) hydroxy,~~
~~(e) chloro,~~
~~(f) fluoro,~~
~~(g) bromo,~~
~~(h) phenyl,~~
~~(i) heterocycle, and~~

~~(j) nothing or O (when the Z bonded to R^4 is N);~~

R^5 is selected from:

(a) C_{1-6}alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro and optionally substituted with hydroxyl,
(b) -O-C_{1-6}alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
(c) -CO-C_{1-6}alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
(d) -S-C_{1-6}alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
(e) -pyridyl, which is unsubstituted or substituted with one or more substituents selected from: halo, trifluoromethyl, C_{1-4}alkyl, and COR^{11},
(f) fluoro,
(g) chloro,
(h) bromo,
(i) -C_{4-6}cycloalkyl,
(j) -O-C_{4-6}cycloalkyl,
(k) phenyl, which is unsubstituted or substituted with one or more substituents selected from: halo, trifluoromethyl, C_{1-4}alkyl, and COR^{11},
(l) -O-phenyl, which is unsubstituted or substituted with one or more substituents selected from: halo, trifluoromethyl, C_{1-4}alkyl, and COR^{11},
(m) -C_{3-6}cycloalkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
(n) -O-C_{3-6}cycloalkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,
(o) -heterocycle,
(p) -CN, and
(q) -COR^{11};

~~R^6 is selected from:~~

~~(a) hydrogen,~~
~~(b) C_{1-3}alkyl, optionally substituted with 1-3 fluoro,~~
~~(c) -O-C_{1-3}alkyl, optionally substituted with 1-3 fluoro,~~
~~(d) hydroxy,~~
~~(e) chloro,~~
~~(f) fluoro,~~
~~(g) bromo,~~
~~(h) phenyl,~~
~~(g) heterocycle, and~~
~~(h) nothing, when the Z bonded to R^6 is N;~~

~~R^7 is selected from:~~
~~(a) hydrogen,~~

(b) (C_{0-6}alkyl)-phenyl,
(c) (C_{0-6}alkyl)-heterocycle,
(d) (C_{0-6}alkyl)-C_{3-7}cycloalkyl,
(e) (C_{0-6}alkyl)-COR^{11},
(f) (C_{0-6}alkyl)-(alkene)-COR^{11},
(g) (C_{0-6}alkyl)-SO_3H,
(h) (C_{0-6}alkyl)-W-C_{0-4}alkyl,
(i) (C_{0-6}alkyl)-$CONR^{12}$-phenyl,
(j)(C_{0-6}alkyl)-$CONR^{20}$-V-COR^{11}, and
(k) nothing, when X is O, S, or SO_2),

where W is selected from: a single bond, -O-, -S-, -SO-, $-SO_2-$, -CO-, $-CO_2-$, $-CONR^{12}-$ and $-NR^{12}-$, where V is selected from C_{1-6}alkyl or phenyl,

where R^{20} is hydrogen, C_{1-4}alkyl or is joined via a 1-5 carbon tether to one of the carbons of V to form a ring, where the C_{0-6}alkyl is unsubstituted or substituted with 1-5 substituents,

where said substituents are independently selected from: halo, hydroxy, C_{0-6}alkyl, -O-C_{1-3}alkyl, trifluoromethyl, and C_{0-2}alkyl-phenyl,

where the phenyl, heterocycle, cycloalkyl, and C_{0-4}alkyl is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from: halo, trifluoromethyl, hydroxy, C_{1-3}alkyl, -O-C_{1-3}alkyl, $-C_{0-3}$-COR^{11}, -CN, $-NR^{12}R^{12}$, $-CONR^{12}R^{12}$, and $-C_{0-3}$-heterocycle, or where the phenyl and heterocycle are fused to another heterocycle, which itself is unsubstituted or substituted with 1-2 substituents independently selected from hydroxy, halo, -COR11, and -C1-3alkyl,

and where alkene is unsubstituted or substituted with 1-3 substituents which are independently selected from: halo, trifluoromethyl, C_{1-3}alkyl, phenyl, and heterocycle;

R^8 is selected from:

(a) hydrogen,
(b) nothing when X is either O, S, SO_2 or N or when a double bond joins the carbons to which R^7 and R^{10} are attached,
(c) hydroxy,
(d) C_{1-6}alkyl,
(e) C_{1-6}alkyl-hydroxy,

~~(f) —O-C1-3alkyl,~~
~~(g) —COR11,~~
~~(h) —CONR12R12, and~~
~~(i) —CN;~~

~~or where~~ R^7 and R^8 are ~~be~~ joined together to form a ring which is selected from:

(a) 1H-indene,
(b) 2,3-dihydro-1H-indene,
(c) 2,3-dihydro-benzofuran,
(d) 1,3-dihydro-isobenzofuran,
(e) 2,3-dihydro-benzothiofuran,
(f) 1,3-dihydro-isobenzothiofuran,
(g) 6*H*-cyclopenta[*d*]isoxazol-3-ol
(h) cyclopentane, and
(i) cyclohexane,

where the ring formed is unsubstituted or substituted with 1-5 substituents independently selected from: halo, trifluoromethyl, hydroxy, C_{1-3}alkyl, -O-C_{1-3}alkyl, -C_{0-3}-COR^{11}, -CN, -$NR^{12}R^{12}$, -$CONR^{12}R^{12}$, and -C_{0-3}-heterocycle, and

~~or where R^7 and R^9 or R^8 and R^{10} are joined together to form a ring which is phenyl or heterocycle, where said ring is unsubstituted or substituted with 1-7 substituents, where said substituents are independently selected from: halo, trifluoromethyl, hydroxy, C_{1-3}alkyl, —O-C_{1-3}alkyl, —COR^{11}, —CN, —$NR^{12}R^{12}$, and —$CONR^{12}R^{12}$;~~

R^9 and R^{10} are independently selected from:

(a) hydrogen,
(b) hydroxy,
(c) C_{1-6}alkyl,
(d) C_{1-6}alkyl-COR^{11},
(e) C_{1-6}alkyl-hydroxy,
(f) -O-C_{1-3}alkyl, and
(g) ~~=O, when R^9 or R^{10} is connected to the ring via a double bond, and~~
~~(h)~~ halo;

~~R^{15} is hydrogen or C_{1-6}alkyl, which is unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from: halo, hydroxy, —CO_2H, —CO_2C_{1-6}alkyl, and —O-C_{1-3}alkyl;~~

~~R^{16} is selected from:~~

~~(a) hydrogen,~~
~~(b) C_{1-6}alkyl, where alkyl is unsubstituted or substituted with 1-6 substituents where the substituents are selected from: fluoro, C_{1-3}alkoxy, hydroxy, $-COR^{11}$,~~
~~(c) fluoro,~~
~~(d) $-O-C_{1-3}$alkyl, where alkyl is unsubstituted or substituted with 1-3 fluoro, and~~
~~(e) C_{3-6} cycloalkyl,~~
~~(f) $-O-C_{3-6}$cycloalkyl,~~
~~(g) hydroxy,~~
~~(h) $-COR^{11}$,~~
~~(i) $-OCOR^{13}$,~~

~~or R^{15} and R^{16} are joined together via a C_{2-4}alkyl or a C_{0-2}alkyl-O-C_{1-3}alkyl chain to form a 5-7 membered ring;~~

~~R^{17} is selected from:~~

~~(a) hydrogen,~~
~~(b) C_{1-6}alkyl, where alkyl is unsubstituted or substituted with 1-6 substituents, where said substituents are selected from: fluoro, C_{1-3}alkoxy, hydroxy, $-COR^{11}$,~~
~~(c) $-COR^{11}$,~~
~~(d) hydroxy, and~~
~~(e) $-O-C_{1-6}$alkyl, where alkyl is unsubstituted or substituted with 1-6 substituents, where said substituents are selected from: fluoro, C_{1-3}alkoxy, hydroxy, $-COR^{11}$,~~

~~or R^{16} and R^{17} are joined together by a C_{1-4}alkyl chain or a C_{0-3}alkyl-O-C_{0-3}alkyl chain to form a 3-6 membered ring;~~

~~R^{18} is selected from:~~

~~(a) hydrogen, and~~
~~(b) C_{1-6}alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,~~
~~(c) fluoro,~~
~~(d) $-O-C_{3-6}$cycloalkyl, and~~
~~(e) $-O-C_{1-3}$alkyl, where alkyl is unsubstituted or substituted with 1-6 fluoro,~~

~~or R^{16} and R^{18} are joined together by a C_{2-3}alkyl chain to form a 5-6 membered ring, where the alkyl are unsubstituted or substituted with 1-3 substituents where the substiuents are independently selected from: halo, hydroxy, $-COR^{11}$, C_{1-3}alkyl, and C_{1-3}alkoxy;~~

~~or R^{16} and R^{18} are joined together by a C_{1-2}alkyl-O-C_{1-2}alkyl chain to form a 6-8 membered ring, where the alkyl are unsubstituted or substituted with 1-3 substituents where the substiuents are independently selected from: halo, hydroxy, $-COR^{11}$, C_{1-3}alkyl, and C_{1-3}alkoxy;~~

~~or R^{16} and R^{18} are joined together by a -O-C_{1-2}alkyl-O- chain to form a 6-7 membered ring, where the alkyl are unsubstituted or substituted with 1-3 substituents where the substiuents are independently selected from: halo, hydroxy, $-COR^{11}$, C_{1-3}alkyl, and C_{1-3}alkoxy;~~

~~R^{19} is selected from:~~

~~(a) hydrogen,~~
~~(b) phenyl,~~
~~(c) C_{1-6}alkyl which is substituted or unsubstituted with 1-6 of the following substituents: $-COR^{11}$, hydroxy, fluoro, chloro, -O-C_{1-3}alkyl;~~

~~or R^{2} and R^{19} are joined together to form a heterocycle ring with a linker selected from:~~
~~(a) $-CH_2(CR^{28}R^{28})_{1-3}-$,~~
~~(b) $-CH_2NR^{29}-$~~
~~(c) $-NR^{29}CR^{28}R^{28}-$,~~
~~(d) $-CH_2O-$,~~
~~(e) $-CH_2SO_2-$,~~
~~(f) $-CH_2SO-$,~~
~~(g) $-CH_2S-$,~~
~~(h) $-CR^{28}R^{28}-$,~~

~~where R^{28} is selected from selected from:~~
~~(a) hydrogen,~~
~~(b) hydroxy,~~
~~(c) halo,~~
~~(d) C_{1-3}alkyl, where the alkyl is unsubstituted or substituted with 1-6 substituents independently selected from: fluoro, and hydroxy,~~
~~(e) $-NR^{12}R^{12}$,~~
~~(f) $-COR^{11}$,~~
~~(g) $-CONR^{12}R^{12}$,~~
~~(h) $-NR^{12}COR^{13}$,~~
~~(i) $-OCONR^{12}R^{12}$,~~

~~(j) $-NR^{12}CONR^{12}R^{12}$,~~
~~(k) heterocycle,~~
~~(l) CN,~~
~~(m) $-NR^{12}-SO_2-NR^{12}R^{12}$,~~
~~(n) $-NR^{12}-SO_2-R^{14}$,~~
~~(o) $-SO_2-NR^{12}R^{12}$, and~~
~~(p) =O, where R^{28} is connected to the ring via a double bond and the other R^{28} at the same position is nothing, and~~

~~where R^{29} is selected from: hydrogen, C_{1-3}alkyl, where the alkyl is unsubstituted or substituted with 1-6 substituents independently selected from: fluoro, hydroxy, COR^{13}, SO_2R^{14}, and $SO_2NR^{12}R^{12}$;~~

~~R^{25} and R^{26} are independently selected from:~~
~~(a) =O, where R^{25} and/or R^{26} is oxygen and is connected via a double bond,~~
~~(b) hydrogen,~~
~~(c) phenyl,~~
~~(d) C_{1-6}alkyl which is substituted or unsubstituted with 1-6 of the following substituents: COR^{11}, hydroxy, fluoro, chloro, $-O-C_{1-3}$alkyl;~~

~~m is selected from 0, 1, or 2;~~

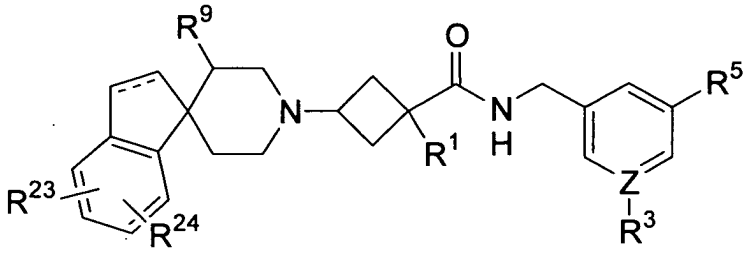
~~n is selected from 1 or 2;~~

~~the dashed line represents a single or a double bond;~~

~~and~~ or a pharmaceutically acceptable salt or ~~salts thereof and~~ individual diastereomer ~~diastereomers~~ thereof.

Claims 2-5 (Canceled)

6. (Currently Amended) ~~A~~ The compound of Claim 1 of formula IId:



IId

wherein ~~R^1, R^3, R^5, R^9, R^{23}, R^{24}, and Z are defined in Claim 1 and~~ the dashed line represents a single or a double bond, and

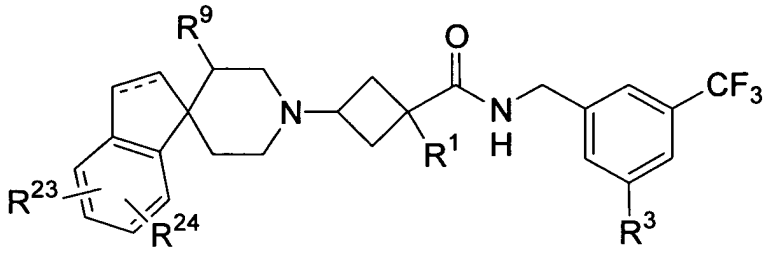
R^{23} and R^{24} are independently selected from:

(a) hydrogen,
(b) halo,
(c) trifluoromethyl,
(d) hydroxy,
(e) C_{1-3}alkyl,
(f) -O-C_{1-3}alkyl,
(g) -C_{0-3}-CO_2H,
(h) -C_{0-3}-CO_2C_{1-3}alkyl,
(i) -CN, and
(j) -C_{0-3}-heterocycle,

~~and~~ or a pharmaceutically acceptable ~~salts and~~ salt or individual diastereomer ~~diastereomers~~ thereof.

Claim 7 (Canceled)

8. (Currently Amended) The ~~A~~ compound of Claim ~~1~~ 6 of formula IIf:



IIf

~~wherein R^1, R^3, R^5, R^9, R^{23}, and R^{24} are defined in Claim 1,~~

~~and~~ or a pharmaceutically acceptable ~~salts and~~ salt or individual diastereomer ~~diastereomers~~ thereof.

9. (Currently amended) ~~A~~ The compound of Claim 8 wherein R^1 is selected from:

hydrogen, phenyl, heterocycle, -C_{1-6}alkyl, -C_{0-6}alkyl-O-C_{1-6}alkyl, and -(C_{0-6}alkyl)-(C_{3-7}cycloalkyl)-(C_{0-6}alkyl),

where said alkyl, phenyl, heterocycle, and cycloalkyl are unsubstituted or substituted with 1-7 substituents, where said substituents are independently selected from:

(a) halo,
(b) hydroxy,

(c) -O-C_{1-3}alkyl,
(d) trifluoromethyl,
(f) C_{1-3}alkyl,
(g) -O-C_{1-3}alkyl,
(h) -COR^{11},
(i) -CN,
(j) -$NR^{12}R^{12}$, and
(k) -$CONR^{12}R^{12}$.

10. (Currently amended) ~~A~~ The compound of Claim 9 wherein R^1 is selected from:

(1) -C_{1-6}alkyl, which is unsubstituted or substituted with 1-6 substituents where said substituents are independently selected from:
(a) halo,
(b) hydroxy,
(c) -O-C_{1-3}alkyl,
(d) trifluoromethyl, and
(e) -COR^{11},
(2) -C_{0-6}alkyl-O-C_{1-6}alkyl-, which is unsubstituted or substituted with 1-6 substituents where said substituents are independently selected from:
(a) halo,
(b) trifluoromethyl, and
(c) -COR^{11},
(3) -(C_{3-5}cycloalkyl)-(C_{0-6}alkyl), which is unsubstituted or substituted with 1-7 substituents where said substituents are independently selected from:
(a) halo,
(b) hydroxy,
(c) -O-C_{1-3}alkyl,
(d) trifluoromethyl, and
(e) -COR^{11}, and
(4) phenyl or heterocycle which is unsubstituted or substituted with 1-3 substituents where said substituents are independently selected from:
(a) halo,
(b) hydroxy,
(c) -O-C_{1-3}alkyl,
(d) trifluoromethyl, and
(e) -COR^{11}.

11. (Currently amended) ~~A~~ The compound of Claim 10 wherein R^1 is selected from:

(a) hydrogen,
(b) C_{1-6}alkyl, which is unsubstituted or substituted with 1-6 substituents independently selected from: fluoro and hydroxyl

(c) phenyl, and
(d) pyridyl.

12. (Currently amended) ~~A~~ The compound of Claim 6 wherein Z is C and R^3 is selected from:
(a) hydrogen
(b) halo
(c) hydroxy
(d) C_{1-3}alkyl, where the alkyl is unsubstituted or substituted with 1-6 substituents independently selected from: fluoro, and hydroxy,
(e) $-COR^{11}$,
(f) $-CONR^{12}R^{12}$,
(g) -heterocycle,
(h) $-NR^{12}-SO_2-NR^{12}R^{12}$,
(i) $-NR^{12}-SO_2-R^{14}$,
(j) $-SO_2-NR^{12}R^{12}$,
(k) -nitro, and
(l) -NR12R12.

13. (Currently Amended) ~~A~~ The compound of Claim 12 wherein Z is C, and R^3 is selected from:
(a) fluoro,
(b) trifluoromethyl, and
(c) hydrogen.

14. (Currently Amended) ~~A~~ The compound of Claim ~~8~~ 6 wherein R^5 is selected from:
(a) C_{1-6}alkyl substituted with 1-6 fluoro,
(b) $-O-C_{1-6}$alkyl substituted with 1-6 fluoro,
(c) chloro,
(d) bromo, and
(e) phenyl.

Claims 15-19 (Canceled)

20. (Original) A pharmaceutical composition which comprises an inert carrier and a compound of Claim 1.

Claims 21 and 22 (canceled)

23. (Currently amended) A method for ~~treating, ameliorating, controlling or reducing the risk of~~ treating rheumatoid arthritis which comprises the administration to a patient of an effective amount of a the compound of Claim 1.

24 (New) The compound of Claim 1, which is selected from the following compounds, or a pharmaceutically acceptable salt or individual diastereomer thereof: